

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Obj. Deadline: August 11, 2025 at 4:00 p.m. (ET)**

**Hearing Date: Sept 10, 2025 at 10:00 a.m. (ET)**

**SUMMARY OF FINAL FEE APPLICATION OF KROLL RESTRUCTURING  
ADMINISTRATION LLC, ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES FOR  
THE FINAL PERIOD FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

Name of Applicant:

Kroll Restructuring Administration LLC  
("Kroll")

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

December 16, 2024, effective as of  
November 3, 2024

Period for which compensation and  
reimbursement is sought:

November 3, 2024 through June 2, 2025 (the  
"Final Fee Period")

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Amount of compensation sought as  
actual, reasonable and necessary for  
the Final Fee Period: \$204,731.60

Amount of expense reimbursement sought  
as actual, reasonable and necessary for  
the Final Fee Period: \$0.00

Total compensation and expense  
reimbursement sought as actual,  
reasonable and necessary for  
the Final Fee Period: \$204,731.60

**Total amount to be paid at this time: \$98,757.84**

This is a: \_\_\_\_\_ monthly  X  final application.

**Prior Interim Application**

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid	
		Fees	Expenses	Fees	Expenses
3/17/25 ECF No. 1121	11/3/24- 1/31/25	\$17,494.80	\$0.00	\$17,494.80	\$0.00

**Prior Monthly Applications**

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
2/26/25 ECF No. 1031	11/3/24- 1/31/25	\$17,494.80	\$0.00	\$17,494.80	\$0.00	N/A
3/21/25 ECF No. 1150	2/1/25- 2/28/25	\$24,231.60 (payment of 80% or \$19,385.28)	\$0.00	\$19,385.28 (80% of \$24,231.60)	\$0.00	\$4,846.32
5/1/25 ECF No. 1373	3/1/25- 3/31/25	\$49,006.00 (payment of 80% or \$39,204.80)	\$0.00	\$39,204.80 (80% of \$49,006.00)	\$0.00	\$9,801.20
5/20/25 ECF No. 1547	4/1/25- 4/30/25	\$41,734.80 (payment of 80% or \$33,387.84)	\$0.00	\$33,387.84 (80% of \$41,734.80)	\$0.00	\$8,346.96
06/30/25 ECF No. 1678	5/1/25- 5/31/25	\$69,914.40 (payment of 80% or \$55,931.52)	\$0.00	\$55,931.52 (80% of \$69,914.40)	\$0.00	\$13,982.88

07/21/25 ECF No. 1741	6/1/25- 6/30/25	\$2,350.00 (payment of 80% or \$1,880.00)	\$0.00	\$1,880.00 (80% of \$2,350.00)	\$0.00	\$470.00
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**Summary of Hours Billed by Kroll Employees During the Final Fee Period**

<b>Kroll Employee</b>	<b>Position of the Applicant</b>	<b>Total Hours</b>	<b>Hourly Rate</b>	<b>Total Fees Requested</b>
Brunswick, Gabriel	Managing Director	4.80	\$300.00	\$1,440.00
Archbell, Tiffany	Director of Solicitation	37.20	\$275.00	\$10,230.00
Johnson, Craig	Director of Solicitation	68.00	\$275.00	\$18,700.00
Kesler, Stanislav	Director of Solicitation	189.10	\$275.00	\$52,002.50
Lonergan, Senan L	Director of Solicitation	9.40	\$275.00	\$2,585.00
Orchowski, Alex T	Director of Solicitation	2.00	\$275.00	\$550.00
Sharp, David	Director of Solicitation	11.20	\$275.00	\$3,080.00
Corr, Stacey	Director	1.30	\$265.00	\$344.50
Adbul Hakeem, Shakir	Solicitation Consultant	6.00	\$235.00	\$1,410.00
Brodeur, Sarah	Solicitation Consultant	61.40	\$235.00	\$14,429.00
Brown, Mark M	Solicitation Consultant	47.30	\$235.00	\$11,115.50
Cheney, Edward	Solicitation Consultant	71.70	\$235.00	\$16,849.50
Crowell, Messiah L	Solicitation Consultant	89.90	\$235.00	\$21,126.50
Gache, Jean	Solicitation Consultant	24.50	\$235.00	\$5,757.50
Greeley, Emma	Solicitation Consultant	3.80	\$235.00	\$893.00
Lewenson, Justin	Solicitation Consultant	7.60	\$235.00	\$1,786.00
Liu, Calvin L	Solicitation Consultant	3.20	\$235.00	\$752.00
Sarmiento, Kevin	Solicitation Consultant	71.00	\$235.00	\$16,685.00
DePalma, Greg R	Solicitation Consultant	10.50	\$235.00	\$2,467.50
Taatjes, Hayden S	Solicitation Consultant	234.00	\$235.00	\$54,990.00
Brodeur, Sarah	Solicitation Consultant	3.40	\$235.00	\$799.00
Khan, Areej	Senior Consultant	13.00	\$205.00	\$2,665.00
Kusniyarova, Aida	Senior Consultant	11.50	\$205.00	\$2,357.50
Lim, Rachel	Senior Consultant	8.80	\$205.00	\$1,804.00
Markesinis, Ioannis	Consultant	3.20	\$190.00	\$608.00
Pagan, Chanel C	Consultant	11.40	\$190.00	\$2,166.00
Gorina, Anastasia	Consultant	1.20	\$190.00	\$228.00
Kouskorskaya, Yaroslava	Consultant	4.20	\$190.00	\$798.00
Cintron, Jonathan	Consultant	0.70	\$190.00	\$133.00
Dedhia, Nidhi	Consultant	1.10	\$185.00	\$203.50
Namal, Soundarya	Consultant	4.10	\$185.00	\$758.50
Gurav, Avdhut	Consultant	7.10	\$170.00	\$1,207.00
More, Namrata	Consultant	8.70	\$170.00	\$1,479.00
Spiegel, Jason	Consultant	9.20	\$170.00	\$1,564.00
Pawar, Sakshi	Consultant	2.00	\$170.00	\$340.00
Todankar, Prajakta	Consultant	1.00	\$170.00	\$170.00
Tiwari, Amit	Consultant	1.70	\$170.00	\$289.00
Poblete, Camille	Consultant	1.20	\$170.00	\$204.00
Hussain, Mohammed S	Consultant	1.20	\$155.00	\$186.00
Norris, Steven A	Consultant	4.70	\$155.00	\$728.50
Flores, Xavi	Consultant	0.30	\$110.00	\$33.00

	<b>Total:</b>	<b>1,053.60</b>		<b>\$255,914.50<sup>2</sup></b>
	<b>Blended Rate</b>		<b>\$242.90</b>	

**Summary of Fees Billed by Subject Matter During the Final Fee Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Ballots	200.00	\$44,821.50
Call Center / Credit Inquiry	165.60	\$41,332.00
Corporate Actions	125.00	\$30,891.00
Disbursements	49.60	\$11,944.00
Retention / Fee Application	6.00	\$1,620.50
Solicitation	507.40	\$125,305.50
<b>TOTAL</b>	<b>1,053.60</b>	<b>\$255,914.50<sup>3</sup></b>

**Description of Necessary Expenses Incurred During the Final Fee Period**

<b>Expense Description</b>	<b>Total</b>
N/A	\$0.00
<b>Total</b>	<b>\$0.00</b>

<sup>2,3</sup> This amount has been discounted \$204,731.60 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$194.32.

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Reorganized Debtors.

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**FINAL FEE APPLICATION OF KROLL RESTRUCTURING ADMINISTRATION  
LLC, ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE FINAL PERIOD  
FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to Franchise Group, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), files this final fee application (this “**Final Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal

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<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “**Local Bankruptcy Rules**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [D.I. 353] (the “**Interim Compensation Order**”), and the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [D.I. 1454] (as may be further amended, modified, or supplemented in accordance with its terms, the “**Plan**”) for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for November 3, 2024 through June 2, 2025 (the “**Final Fee Period**”). In support of this Final Application, Kroll respectfully represents as follows:

#### **Preliminary Statement**

1. On November 6, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order Authorizing Retention and Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent* [D.I. 113] (the “**Claims and Noticing Agent Order**”), which authorized the Debtors to retain Kroll as the claims and noticing agent in the Debtors’ chapter 11 cases. Pursuant to *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date* [D.I. 447] (the “**Administrative Advisor Order**”), dated December 16, 2024, the Court authorized the Debtors to retain Kroll as administrative advisor in these chapter 11 cases, effective as of the Petition Date (as defined below).

2. On June 2, 2025, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Confirming the Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates and (II) Approving the Global Settlement and Release of Claims and Causes of*

*Action by and Among the Global Settlement Parties* [D.I. 1596], which, among other things, confirmed the Plan. Pursuant to the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [D.I. 1605], the Plan became effective on June 6, 2025.

3. By this Final Application, Kroll seeks final approval, allowance and payment of fees in the aggregate amount of \$204,731.60 for the Final Fee Period and reimbursement of expenses in the aggregate amount of \$0.00 for the Final Fee Period.

4. During the Final Fee Period, Kroll worked on, among other things, reviewing, analyzing, and providing comments to solicitation materials, solicitation of the Plan, responding to inquiries from creditors, reviewing and processing incoming ballots and performing quality assurance of same, and preparing for and participating in the confirmation hearing.

### **Jurisdiction**

5. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

6. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

### **Background**

8. On November 3, 2024 (the “**Petition Date**”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been appointed in these chapter 11 cases. On November 19, 2024, the Office of the United States Trustee for the

District of Delaware appointed a committee of unsecured creditors under section 1102(a)(1) of the Bankruptcy Code [D.I. 188].

**Relief Requested**

9. During the Final Fee Period, Kroll professionals billed a total of 1,053.60 hours. By this Final Application, Kroll requests final allowance and approval of a grand total of \$204,731.60 for the Final Fee Period as follows: (a) final allowance and approval of aggregate fees in the amount of \$204,731.60 on account of reasonable and necessary professional services rendered to the Debtors by Kroll; and (b) reimbursement of actual and necessary expenses in the aggregate amount of \$0.00.

10. As of the date hereof, Kroll has received payment of \$105,973.76 on account of reasonable and necessary professional services rendered and actual and necessary expenses incurred by Kroll. As a result, Kroll is seeking payment hereby of the remaining reasonable and necessary fees for services rendered and actual and necessary expenses incurred by Kroll during the Final Fee Period in an aggregate amount equal to \$98,757.84 (\$204,731.60, less \$105,973.76 already paid).

**Compliance with the Interim Compensation Order;  
Compensation Sought and Paid and its Source**

11. All services for which compensation is requested herein by Kroll were performed for or on behalf of the Debtors. In accordance with the Interim Compensation Order, Kroll prepared the monthly fee applications filed with this Court at Docket Nos. 1031, 1150, 1373, 1547, 1678, and 1741 (each, a “**Monthly Fee Application**” and collectively, the “**Monthly Fee Applications**”) and the interim fee application filed with this Court at D.I. 1121 (the “**Interim Fee Application**”). Further, this Final Application has been prepared in accordance with the procedures set forth in the Interim Compensation Order and the Plan.



12. As noted above, as of the date hereof, Kroll has received an aggregate payment of \$105,973.76 on account of reasonable and necessary professional services rendered and actual and necessary expenses incurred on account of certain of the Monthly Fee Applications. Kroll has not yet received the holdback relating to the Monthly Fee Applications filed at D.I.s. 1031, 1150, 1373, 1547, 1678, and 1741 (totaling \$26,963.44), and has not yet received any payment regarding the Monthly Fee Application filed at D.I.s 1678 and 1741 (totaling \$72, 264.40).

13. Except to the extent of the amounts sought to be paid to Kroll pursuant to the Monthly Fee Applications and Interim Fee Application, Kroll has neither sought nor received any payment or promises for payment from any source during the Final Fee Period in connection with the matters described in this Final Application. There is no agreement or understanding between Kroll and any other person, other than its affiliates, partners, managers, directors and employees, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

14. The fees sought by this Final Application do not include any fees sought under the Claims and Noticing Agent Order. Procedures for payment of such fees or disbursements are separately addressed in the Claims and Noticing Agent Order. Additionally, no fees and disbursements for services provided to the Debtors sought by this Final Application have been sought to be paid under the Claims and Noticing Agent Order.

#### **Summary of Professional Services Rendered**

15. The professional services that Kroll rendered during the Fee Period are grouped by subject matter and summarized as follows:

- **Ballots**

Fees: \$44,821.50; Hours: 200.00

Ballots services provided included processing incoming ballots, including receiving, reviewing and analyzing incoming ballots for timeliness and validity, inputting ballots into the voting database and auditing same, and providing technical support for processing of electronically filed ballots.

- **Call Center / Creditor Inquiry**

Fees: \$41,332.00; Hours: 165.60

Call Center / Credit Inquiry services provided included: Call Center / Credit Inquiry services provided included: (a) preparing and updating response materials to frequently asked questions in connection with the Plan solicitation; (b) responding to creditor and nominee inquiries relating to the Plan solicitation and equity registration event; and (c) performing quality assurance reviews of inquiry responses.

- **Corporate Actions**

Fees: \$30,891.00; Hours: 125.00

- Corporate Actions services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding the equity registration event; (b) reviewing and revising the equity registration event form; (c) updating the case website to provide for equity registration event form collection; (d) preparing status reports of equity registration event participation; and (e) performing quality assurance reviews of equity registration event form submissions.

- **Disbursements**

Fees: \$11,944.00; Hours: 49.60

Disbursements services provided included (a) conferring and coordinating with the Kroll case team, Debtors' counsel, and other professionals regarding the Plan and distribution

mechanics, including regarding the distribution registration event and closing related items; (b) reviewing the solicitation documents in preparation for distributions; and (c) preparing distribution files in connection with the Debtors' planned emergence from chapter 11, and performing quality assurance review of same.

- **Retention / Fee Application**

Fees: \$1,620.50; Hours: 6.00

Retention / Fee Application services provided included drafting, reviewing, revising, and filing the Monthly Fee Applications and Interim Fee Application.

- **Solicitation**

Fees: \$125,305.50; Hours: 507.40

Solicitation services provided included: (a) conferring, coordinating, and corresponding among the Kroll case team and Debtors' counsel and other professionals regarding solicitation matters; (b) reviewing, analyzing and revising draft solicitation materials, including drafts of ballots, the plan, disclosure statement, and motion to approve same; (c) preparing plan class reports for solicitation purposes and performing quality assurance reviews of same; (d) updating the case website to provide for electronic balloting and performing quality assurance reviews of same; (e) preparing preliminary voting reports for circulation to case professionals and performing quality assurance reviews of same; (f) preparing, reviewing, revising and finalizing the voting declaration and performing quality assurance reviews of same; and (g) preparing for and participating in the confirmation hearing as the voting declarant.

**Summary of Expenses Incurred**

16. Kroll is not aware of any actual and necessary expenses incurred during the Final Fee Period in rendering the services described herein.

**Kroll's Requested Fees and  
Reimbursement of Expenses Should be Allowed by this Court**

17. Section 330 of the Bankruptcy Code provides, in pertinent part, that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). In addition, Section 330 of the Bankruptcy Code sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Kroll are fair and reasonable given (i) the complexity of these cases, (ii) the time expended, (iii) the rates charged for such services, (iv) the nature and extent of the services rendered, (v) the value of such services and (vi) the costs of comparable services other than in a case under this title.

19. Further, Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the

experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

### **Representations and Reservation of Rights**

20. Kroll has prepared this Final Application in accordance with the Bankruptcy Code, Bankruptcy Rules, and the Local Rules. To the best of Kroll's knowledge, this Final Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, Local Rule 2016-1, the Interim Compensation Order and the Plan.

21. Approval of the fees and expenses sought by this Final Application represent the total aggregate fees and expenses incurred by Kroll in rendering services under the Administrative Advisor Order during the Final Fee Period.

### **Notice**

22. Kroll has provided notice of this Final Application to all parties required to receive such notice under the Interim Compensation Order and pursuant to the Plan. In light of the nature of the relief requested herein, Kroll respectfully submits that no further notice is necessary.

### **Conclusion**

**WHEREFORE**, pursuant to the Interim Compensation Order and the Plan, Kroll requests: (i) final allowance and approval of fees in the aggregate amount of \$204,731.60 on account of reasonable and necessary professional services rendered to the Debtors by Kroll during the Final Fee Period; and (ii) reimbursement of actual and necessary costs and expenses in the aggregate amount of \$0.00.

Dated: July 21, 2025  
New York, New York

KROLL RESTRUCTURING ADMINISTRATION LLC

By: /s/ Gabriel Brunswick  
Gabriel Brunswick  
Associate General Counsel  
Kroll Restructuring Administration LLC  
1 World Trade Center, 31st Floor  
New York, NY 10007  
Phone: (212) 257-5450  
gabriel.brunswick@kroll.com

*Administrative Advisor to the Debtors*

**VERIFICATION**

STATE OF NEW YORK            )  
  )    SS:  
COUNTY OF NEW YORK        )

I, Gabriel Brunswick, after being duly sworn according to law, depose and say:

1. I am the Associate General Counsel of Kroll Restructuring Administration LLC.
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.
4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.



\_\_\_\_\_  
Gabriel Brunswick

SWORN TO AND SUBSCRIBED before me this 21st day of July, 2025.

/s/ Cindy C. Hosein-Mohan  
Notary Public, State of New York  
No. 01HO6295177  
Qualified in Nassau County  
Commission Expires December 30, 2025